

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**IN RE: PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION**

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**MDL No. 2002
08-md-02002**

**THIS DOCUMENT APPLIES TO:
All actions**

**ANSWER OF DEFENDANT R.W. SAUDER, INC.
TO PLAINTIFFS' CONSOLIDATED AMENDED CLASS ACTION COMPLAINT**

Defendant R. W. Sauder, Inc. ("Sauder"), by and through its undersigned counsel, hereby answers the plaintiffs' Complaint as follows:

1. The allegations of Paragraph 1 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 1 relate to Sauder, Sauder denies these allegations.

2. Sauder admits that plaintiffs purport to represent two "Subclasses" as defined in this Paragraph. Sauder denies that the allegations have any merit or that the case can properly be certified as a class action. The remaining allegations of Paragraph 2 are directed at defendants other than Sauder and are therefore deemed denied.

3. Sauder admits that the allegations of Paragraph 3 accord with its usage and experience but denies that shell eggs are "generally" referred to as table eggs or breaking eggs on

the grounds that the term “generally” is inherently vague and does not permit a response. To the extent the allegations of Paragraph 3 are directed at defendants other than Sauder, the allegations are deemed denied.

4. Sauder admits that, in its experience, the composition of “egg products” can include the composition as alleged in Paragraph 4. Sauder denies that the composition of egg products alleged in Paragraph 4 is how egg products are “generally” composed on the ground that the term “generally” is inherently vague and does not permit a response. To the extent the allegations of Paragraph 4 are directed at defendants other than Sauder, the allegations are deemed denied.

5. The allegations of Paragraph 5 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 5 relate to Sauder, Sauder denies them.

6. The allegations of Paragraph 6 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 6 relate to Sauder, Sauder denies them, including each of the subparts.

7. The allegations of Paragraph 7 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 7 relate to Sauder, Sauder denies them.

8. The allegations of Paragraph 8 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 8 relate to Sauder, Sauder denies them.

9. Sauder admits that plaintiffs purport to bring an action seeking various forms of relief for alleged violations of the antitrust laws but denies that such relief is either warranted or appropriate. The remaining allegations of Paragraph 9 constitute legal conclusions to which no response is required.

10. Sauder admits that it is involved in the promotion, production, and sale of shell eggs. The term “processing” is vague and ambiguous and Sauder denies that it engages in such activities as it understands the term. To the extent the allegations of Paragraph 10 are directed at defendants other than Sauder, the allegations are deemed denied. The remaining allegations of Paragraph 10 constitute legal conclusions to which no response is required.

11. The allegations of Paragraph 11 are legal conclusions to which no response is required.

12. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 12 and therefore denies these allegations.

13. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 13 and therefore denies these allegations.

14. Sauder admits that it sold shell eggs to Eby-Brown during the alleged class period. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 14 and therefore denies these allegations.

15. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 15 and therefore denies these allegations.

16. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 16 and therefore denies these allegations.

17. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 17 and therefore denies these allegations.

18. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 18 and therefore denies these allegations.

19. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 19 and therefore denies these allegations.

20. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 20 and therefore denies these allegations.

21. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 21 and therefore denies these allegations.

22. The allegations of Paragraph 22 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 22 relate to Sauder, Sauder denies these allegations.

23. The allegations of Paragraph 23 constitute drafting conventions to which no response is required. To the extent an answer is required, the allegations are denied.

24. The allegations of Paragraph 24 are directed at defendants other than Sauder and are therefore deemed denied.

25. The allegations of Paragraph 25 are directed at defendants other than Sauder and are therefore deemed denied.

26. The allegations of Paragraph 26 are directed at defendants other than Sauder and are therefore deemed denied.

27. The allegations of Paragraph 27 are directed at defendants other than Sauder and are therefore deemed denied.

28. The allegations of Paragraph 28 are directed at defendants other than Sauder and are therefore deemed denied.

29. The allegations of Paragraph 29 are directed at defendants other than Sauder and are therefore deemed denied.

30. The allegations of Paragraph 30 are directed at defendants other than Sauder and are therefore deemed denied.

31. The allegations of Paragraph 31 are directed at defendants other than Sauder and are therefore deemed denied.

32. The allegations of Paragraph 32 are directed at defendants other than Sauder and are therefore deemed denied.

33. The allegations of Paragraph 33 are directed at defendants other than Sauder and are therefore deemed denied.

34. The allegations of Paragraph 34 are directed at defendants other than Sauder and are therefore deemed denied.

35. The allegations of Paragraph 35 are directed at defendants other than Sauder and are therefore deemed denied.

36. The allegations of Paragraph 36 are directed at defendants other than Sauder and are therefore deemed denied.

37. The allegations of Paragraph 37 are directed at defendants other than Sauder and are therefore deemed denied.

38. The allegations of Paragraph 38 are directed at defendants other than Sauder and are therefore deemed denied.

39. The allegations of Paragraph 39 are directed at defendants other than Sauder and are therefore deemed denied.

40. The allegations of Paragraph 40 are directed at defendants other than Sauder and are therefore deemed denied.

41. The allegations of Paragraph 41 are directed at defendants other than Sauder and are therefore deemed denied.

42. The allegations of Paragraph 42 are directed at defendants other than Sauder and are therefore deemed denied.

43. The allegations of Paragraph 43 are directed at defendants other than Sauder and are therefore deemed denied.

44. The allegations of Paragraph 44 are directed at defendants other than Sauder and are therefore deemed denied.

45. The allegations of Paragraph 45 are directed at defendants other than Sauder and are therefore deemed denied.

46. The allegations of Paragraph 46 are directed at defendants other than Sauder and are therefore deemed denied.

47. The allegations of Paragraph 47 are directed at defendants other than Sauder and are therefore deemed denied.

48. The allegations of Paragraph 48 are directed at defendants other than Sauder and are therefore deemed denied.

49. The allegations of Paragraph 49 are directed at defendants other than Sauder and are therefore deemed denied.

50. The allegations of Paragraph 50 are directed at defendants other than Sauder and are therefore deemed denied.

51. The allegations of Paragraph 51 are directed at defendants other than Sauder and are therefore deemed denied.

52. The allegations of Paragraph 52 are directed at defendants other than Sauder and are therefore deemed denied.

53. The allegations of Paragraph 53 are directed at defendants other than Sauder and are therefore deemed denied.

54. The allegations of Paragraph 54 are directed at defendants other than Sauder and are therefore deemed denied.

55. The allegations of Paragraph 55 are directed at defendants other than Sauder and are therefore deemed denied.

56. The allegations of Paragraph 56 are directed at defendants other than Sauder and are therefore deemed denied.

57. The allegations of Paragraph 57 are directed at defendants other than Sauder and are therefore deemed denied.

58. The allegations of Paragraph 58 are directed at defendants other than Sauder and are therefore deemed denied.

59. The allegations of Paragraph 59 are directed at defendants other than Sauder and are therefore deemed denied.

60. The allegations of Paragraph 60 are directed at defendants other than Sauder and are therefore deemed denied.

61. The allegations of Paragraph 61 are directed at defendants other than Sauder and are therefore deemed denied.

62. The allegations of Paragraph 62 are directed at defendants other than Sauder and are therefore deemed denied.

63. The allegations of Paragraph 63 are directed at defendants other than Sauder and are therefore deemed denied.

64. The allegations of Paragraph 64 are directed at defendants other than Sauder and are therefore deemed denied.

65. The allegations of Paragraph 65 are directed at defendants other than Sauder and are therefore deemed denied.

66. The allegations of Paragraph 66 are directed at defendants other than Sauder and are therefore deemed denied.

67. The allegations of Paragraph 67 are directed at defendants other than Sauder and are therefore deemed denied.

68. The allegations of Paragraph 68 are directed at defendants other than Sauder and are therefore deemed denied.

69. The allegations of Paragraph 69 are directed at defendants other than Sauder and are therefore deemed denied.

70. The allegations of Paragraph 70 are directed at defendants other than Sauder and are therefore deemed denied.

71. The allegations of Paragraph 71 are directed at defendants other than Sauder and are therefore deemed denied.

72. The allegations of Paragraph 72 are directed at defendants other than Sauder and are therefore deemed denied.

73. The allegations of Paragraph 73 are directed at defendants other than Sauder and are therefore deemed denied.

74. The allegations of Paragraph 74 are directed at defendants other than Sauder and are therefore deemed denied.

75. The allegations of Paragraph 75 are directed at defendants other than Sauder and are therefore deemed denied.

76. The allegations of Paragraph 76 are directed at defendants other than Sauder and are therefore deemed denied.

77. The allegations of Paragraph 77 are directed at defendants other than Sauder and are therefore deemed denied.

78. The allegations of Paragraph 78 are directed at defendants other than Sauder and are therefore deemed denied.

79. The allegations of Paragraph 79 are directed at defendants other than Sauder and are therefore deemed denied.

80. The allegations of Paragraph 80 are directed at defendants other than Sauder and are therefore deemed denied.

81. Sauder admits that it is a corporation organized, existing, and doing business under the laws of Pennsylvania, with its offices and principal place of business in Lititz,

Pennsylvania. Sauder admits that it sold shell eggs to purchasers in the United States since January 1, 2000, including members of the purported class. Sauder denies that it sold egg products as the term is defined in the Complaint.

82. Sauder admits that the products it sells include those alleged in Paragraph 82.

83. Sauder admits that it is a member of UEP, that Sauder employees have attended UEP meetings, and that a Sauder employee served on the identified UEP committees in 2008. Sauder denies the remaining allegations of Paragraph 83.

84. The allegations of Paragraph 84 are directed at defendants other than Sauder and are therefore deemed denied.

85. The allegations of Paragraph 85 are directed at defendants other than Sauder and are therefore deemed denied.

86. The allegations of Paragraph 86 are directed at defendants other than Sauder and are therefore deemed denied.

87. The allegations of Paragraph 87 are directed at persons or entities other than Sauder and are therefore deemed denied.

88. The allegations of Paragraph 88 are directed at persons or entities other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 88 relate to Sauder, the allegations are denied.

89. The allegations of Paragraph 89 are directed at persons or entities other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 89 relate to Sauder, the allegations are denied.

90. The allegations of Paragraph 90 constitute drafting conventions to which no response is required.

91. Sauder admits that plaintiffs purport to bring this case on behalf of a “Class” and two “Subclasses” as defined in this Paragraph. Sauder denies that the allegations have any merit or that the case can properly be certified as a class action.

92. Sauder admits that plaintiffs purport to exclude the identified entities from the class they seek to represent, but denies that class treatment is appropriate or permissible.

93. The allegations of Paragraph 93 constitute legal conclusions to which no response is required. To the extent an answer is required, the allegations are denied.

94. Sauder admits that the plaintiffs identified in Paragraph 94 purport to represent the “Shell Egg Subclass.” Sauder denies that the allegations have any merit or that the case can properly be certified as a class action.

95. The allegations of the first sentence of Paragraph 95 constitute legal conclusions to which no response is required. To the extent an answer is required, the allegations are denied. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 95 and therefore denies these allegations.

96. The allegations of Paragraph 96 constitute legal conclusions to which no response is required. To the extent an answer is required, the allegations are denied.

97. The allegations of Paragraph 97 constitute legal conclusions to which no response is required. To the extent an answer is required, Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 97 and therefore denies these allegations.

98. The allegations of Paragraph 98 constitute legal conclusions to which no response is required. To the extent an answer is required, the allegations are denied.

99. The allegations of Paragraph 99 constitute legal conclusions to which no response is required. To the extent an answer is required, the allegations are denied.

100. Sauder admits that the plaintiffs identified in Paragraph 100 purport to represent the “Egg Products Subclass.” Sauder denies that the allegations have any merit or that the case can properly be certified as a class action.

101. The allegations of the first sentence of Paragraph 101 constitute legal conclusions to which no response is required. To the extent an answer is required, the allegations are denied. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 101 and therefore denies these allegations.

102. The allegations of Paragraph 102 constitute legal conclusions to which no response is required. To the extent an answer is required, the allegations are denied.

103. The allegations of Paragraph 103 constitute legal conclusions to which no response is required. To the extent an answer is required, Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 103 and therefore denies these allegations.

104. The allegations of Paragraph 104 constitute legal conclusions to which no response is required. To the extent an answer is required, the allegations are denied.

105. The allegations of Paragraph 105 constitute legal conclusions to which no response is required. To the extent an answer is required, the allegations are denied.

106. The allegations of Paragraph 106 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 106 relate to Sauder, Sauder denies them.

107. The allegations of Paragraph 107 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 107 relate to Sauder, Sauder denies them.

108. The allegations of Paragraph 108 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 108 relate to Sauder, Sauder denies them.

109. Sauder admits that before and during the alleged class period it has, on occasion, raised (as well as lowered) prices and that, on occasion, price increases have been reported by the media. The term “unusual” is vague and ambiguous and does not permit a response. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 109 and therefore denies these allegations. Sauder specifically denies any implication that it engaged in collusive pricing.

110. The allegations of Paragraph 110 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 110 relate to Sauder, Sauder denies them.

111. The allegations of Paragraph 111 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer Sauder states that members of the public, including representatives of the media, attended a number of UEP meetings, and possibly

others. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 111 and therefore denies these allegations.

112. The allegations of Paragraph 112 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 112 relate to Sauder, Sauder denies them.

113. The allegations of Paragraph 113 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 113 relate to Sauder, Sauder denies them.

114. The allegations of Paragraph 114 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 114 relate to Sauder, Sauder denies them.

115. The allegations of Paragraph 115 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 115 relate to Sauder, Sauder denies them.

116. The allegations of Paragraph 116 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 116 relate to Sauder, Sauder denies them.

117. The allegations of Paragraph 117 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 117 relate to Sauder, Sauder denies them.

118. The allegations of Paragraph 118 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 118 relate to Sauder,

Sauder denies them. The allegations of Paragraph 118 also constitute legal conclusions to which no response is required.

119. Sauder admits that egg production is sometimes viewed as including at least shell eggs and egg products. Sauder denies the remaining allegations of paragraph 119.

120. Sauder admits that the shell eggs sold by Sauder include table eggs sold for immediate consumption. Sauder admits that shell eggs are purchased by a variety of entities, including grocery stores, but denies that that shell eggs are “generally” purchased by grocery stores on the grounds that the term “generally” is inherently vague and ambiguous. Sauder admits that the shell eggs sold by Sauder include breaking eggs for egg products. Sauder denies the remaining allegations of Paragraph 120.

121. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 121 and therefore denies these allegations.

122. Sauder admits that it understands that egg products may include eggs that have been removed from their shells and processed into dried, frozen, or liquid forms but denies that Sauder produces such egg products. Sauder admits that the processing of eggs can include the activities alleged in Paragraph 122. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 122 and therefore denies these allegations. To the extent the allegations are directed at defendants other than Sauder, the allegations are deemed denied.

123. The allegations of Paragraph 123 are directed at entities other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 123 relate to Sauder, Sauder

lacks knowledge or information sufficient to admit or deny the allegations and therefore denies these allegations.

124. The allegations of Paragraph 124 are directed at entities other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 124 relate to Sauder, Sauder lacks knowledge or information sufficient to admit or deny the allegations and therefore denies these allegations.

125. The allegations of Paragraph 125 constitute legal conclusions to which no response is required.

126. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 126 and therefore denies these allegations.

127. The allegations of Paragraph 127 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 127 relate to Sauder, Sauder lacks knowledge or information sufficient to admit or deny the allegations and therefore denies these allegations.

128. Sauder denies the allegations of Paragraph 128 on the grounds that the allegations contain terms such as “largely,” “tremendous,” “distinctly,” and “meticulously” which are vague and do not permit a response. To the extent the allegations of Paragraph 128 are directed at defendants other than Sauder, the allegations are deemed denied.

129. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 129 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 129 purport to summarize a document which is the best evidence of its contents.

130. The allegations of Paragraph 130 are directed at defendants other than Sauder and are therefore deemed denied.

131. Sauder admits that it sometimes uses the term “pullet” in the manner described in Paragraph 131. To the extent the allegations of Paragraph 131 are directed at defendants other than Sauder, the allegations are deemed denied.

132. Sauder admits that some of the eggs it sells come from pullets raised in cages, but denies that ease of production and provision of a barrier from feces are the only reasons to do so. By way of further answer, Sauder denies that shell egg producers “generally” raise their pullets in cages on the grounds that the term “generally” is inherently vague and ambiguous. Sauder admits that the eggs it sells come from pullets raised in light-controlled houses to allow for adequate skeletal growth before the onset of egg laying. Sauder denies the remaining allegations of Paragraph 132. To the extent the allegations of Paragraph 132 are directed at defendants other than Sauder, the allegations are deemed denied.

133. Sauder admits that, in its experience, daily light exposure increases at approximately Week 16 which triggers hens to begin laying eggs approximately two weeks later. Sauder admits that in the production of its eggs the hens’ diet may be altered to support egg production. To the extent the allegations of Paragraph 133 are directed at defendants other than Sauder, the allegations are deemed denied.

134. Sauder admits that when a flock first enters egg production, the rate of egg lay can be approximately 10 to 20 percent, but denies that the rate is “generally” 10 to 20 percent on the grounds that the term “generally” is inherently vague and ambiguous. Sauder admits that, in its experience, approximately 10 to 20 percent of hens are laying eggs at 18 to 22 weeks of age and

that the flock reaches peak egg production at approximately 30 to 32 weeks of age. Sauder denies the remaining allegations of Paragraph 134. To the extent the allegations of Paragraph 134 are directed at defendants other than Sauder, the allegations are deemed denied.

135. Sauder admits that when a flock reaches approximately the 50 percent production level, it may decide whether to molt or dispose of the birds. Sauder admits that the remaining allegations of Paragraph 135 accurately describe the molting process. To the extent the allegations of Paragraph 135 are directed at defendants other than Sauder, the allegations are deemed denied.

136. Sauder denies the allegations of the first sentence of Paragraph 136 on the grounds that the term “wild birds” is vague and ambiguous. Sauder admits that in the production of its eggs, light simulation is sometimes reduced to induce the molting process. Sauder denies that it limits food or water or that it provides diets of low nutrient density. To the extent the allegations of Paragraph 136 are directed at defendants other than Sauder, the allegations are deemed denied.

137. Sauder admits that, in its experience, a flock will increase egg production after a molt, and that post-molt peak egg production can reach approximately 80 percent or higher. Sauder denies the remaining allegations of Paragraph 137. To the extent the allegations of Paragraph 137 are directed at defendants other than Sauder, the allegations are deemed denied.

138. Sauder admits that it sometimes uses the term “spent hen” to refer to a hen that is at the end of its reproductive cycle. Sauder admits that spent hens may be transported to a processing facility where they are processed into by-products or livestock feed. Sauder denies

the remaining allegations of Paragraph 138. To the extent the allegations of Paragraph 138 are directed at defendants other than Sauder, the allegations are deemed denied.

139. Sauder admits that hens are often between 100 and 130 weeks of age when they reach the end of their reproductive cycle and that birds may be disposed of following peak production. Sauder admits that hens may be molted a second time but denies that it molted hens for a second time more than once or twice. To the extent the allegations of Paragraph 139 are directed at defendants other than Sauder, the allegations are deemed denied.

140. Sauder admits that Paragraph 140 generally describes the procedure used by Sauder but denies that its eggs arrive at the processing center within 12-14 hours post-lay. To the extent the allegations of Paragraph 140 are directed at defendants other than Sauder, the allegations are deemed denied.

141. Sauder admits that its eggs are placed into cartons for sale or separated for further processing. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 141 and therefore denies these allegations. To the extent the allegations of Paragraph 141 are directed at defendants other than Sauder, the allegations are deemed denied.

142. Sauder admits that the allegations of Paragraph 142 describe a procedure often employed. To the extent the allegations of Paragraph 142 are directed at defendants other than Sauder, the allegations are deemed denied.

143. Sauder admits that most of the eggs it sells come from caged chickens that are fed non-organic feed. To the extent the allegations of Paragraph 143 are directed at defendants other than Sauder, the allegations are deemed denied.

144. The allegations of Paragraph 144 constitute legal conclusions to which no response is required.

145. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 145 and therefore denies these allegations.

146. Sauder admits that it sometimes refers to organic, free-range, and cage-free eggs as “specialty eggs.” The remaining allegations of Paragraph 146 constitute legal conclusions to which no response is required.

147. The allegations of Paragraph 147 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 147 relate to Sauder, Sauder lacks knowledge or information sufficient to admit or deny the allegations of the first sentence of Paragraph 147 and therefore denies these allegations. Sauder denies the remaining allegations of Paragraph 147.

148. The allegations of Paragraph 148 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 148 relate to Sauder, Sauder lacks knowledge or information sufficient to admit or deny the allegations and therefore denies these allegations.

149. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 149 and therefore denies these allegations.

150. Sauder denies that its eggs are “typically” exported to “nearby” countries on the grounds that the terms “typically” and “nearby” are inherently vague and ambiguous. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of

Paragraph 150 and therefore denies these allegations. To the extent the allegations of Paragraph 150 are directed at defendants other than Sauder, the allegations are deemed denied.

151. The allegations of Paragraph 151 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 151 relate to Sauder, Sauder denies that it has avoided sales to Europe. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 151 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 151 purport to summarize documents which are the best evidence of their contents.

152. Sauder admits that domestic per capita egg consumption declined in some years in the 1980s and 1990s, but denies that egg consumption fell “substantially” on the grounds that the term “substantially” is inherently vague and ambiguous. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 152 and therefore denies these allegations.

153. Sauder admits that the majority of the eggs Sauder sells are sold to customers in the United States. To the extent the allegations of Paragraph 153 are directed to defendants other than Sauder, the allegations are deemed denied.

154. The allegations of Paragraph 154 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 154 relate to Sauder, Sauder lacks knowledge or information sufficient to admit or deny the allegations and therefore denies these allegations.

155. The allegations of Paragraph 155 are directed at defendants other than Sauder and are therefore deemed denied. Sauder further denies the allegations of the first and second

sentences of Paragraph 155 on the grounds that the terms “major players,” “huge,” and “more pronounced” are inherently vague and ambiguous. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 155 and therefore denies these allegations.

156. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 156 and therefore denies these allegations.

157. Sauder admits that the eggs it sells have fluctuated in price. Sauder denies the allegations of the second sentence of Paragraph 157 on the grounds that the term “noticeable effect” is inherently vague and ambiguous. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 157 and therefore denies these allegations. To the extent the allegations of Paragraph 157 are directed at defendants other than Sauder, the allegations are deemed denied.

158. The allegations of Paragraph 158 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 158 relate to Sauder, Sauder denies that a decrease in flock size inherently leads to a decrease in egg production. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 158 and therefore denies these allegations.

159. The allegations of Paragraph 159 purport to summarize documents which are the best evidence of their contents. Sauder denies that the single greatest influence on egg price is supply. Sauder denies the allegations of the second sentence of Paragraph 159 on the grounds that it includes terms such as “very small” and “sharply” which are vague and do not permit a response. Sauder admits that it made an independent business decision to participate in an export

in 2007, but denies that it did so to drive up domestic egg prices. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 159 and therefore denies these allegations. To the extent the allegations of Paragraph 159 relate to defendants other than Sauder, the allegations are deemed denied.

160. The allegations of Paragraph 160 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 160 relate to Sauder, Sauder denies them.

161. The allegations of Paragraph 161 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 161 relate to Sauder, Sauder lacks knowledge or information sufficient to admit or deny the allegations and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 161 purport to summarize a document which is the best evidence of its contents.

162. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 162 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 162 purport to summarize a document which is the best evidence of its contents.

163. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 163 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 163 purport to summarize a document which is the best evidence of its contents.

164. Sauder denies the allegations of Paragraph 164.

165. The allegations of Paragraph 165 call for expert testimony to which no response is required. To the extent an answer is required, Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 165 and therefore denies these allegations.

166. Sauder denies the allegations in the first sentence of Paragraph 166. The remaining allegations of Paragraph 166 purport to summarize a document which is the best evidence of its contents.

167. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 167 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 167 purport to summarize a document which is the best evidence of its contents.

168. The allegations of Paragraph 168 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 168 relate to Sauder, Sauder denies them.

169. Sauder admits that the prices for the eggs it sells were higher for some of its customers in 2007 and 2008 than they had been before. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 169 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 169 purport to summarize a document which is the best evidence of its contents. To the extent the allegations of Paragraph 169 are directed at defendants other than Sauder, the allegations are deemed denied.

170. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 170 and therefore denies these allegations. By way of further answer, Sauder states

that the allegations of Paragraph 170 purport to summarize a document which is the best evidence of its contents.

171. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 171 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 171 purport to summarize a document which is the best evidence of its contents.

172. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 172 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 172 purport to summarize a document which is the best evidence of its contents.

173. The allegations of Paragraph 173 purport to summarize a document which is the best evidence of its contents.

174. The allegations of Paragraph 174 purport to summarize a document which is the best evidence of its contents.

175. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 175 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 175 purport to summarize a transcript which is the best evidence of its contents.

176. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 176 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 176 purport to summarize a document which is the best evidence of its contents.

177. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 177 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 177 purport to summarize a document which is the best evidence of its contents.

178. The allegations of Paragraph 178 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 178 relate to Sauder, Sauder denies that it has used fuel or feed costs as a pretext. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 178 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 178 purport to summarize a document which is the best evidence of its contents.

179. The allegations of Paragraph 179 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 179 relate to Sauder, Sauder denies the allegations.

180. The allegations of Paragraph 180 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 180 purport to summarize a document which is the best evidence of its contents.

181. The allegations of Paragraph 181 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 181 purport to summarize a document which is the best evidence of its contents.

182. The allegations of Paragraph 182 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 182 purport to summarize documents which are the best evidence of their contents.

183. The allegations of Paragraph 183 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 183 purport to summarize a document which is the best evidence of its contents.

184. The allegations of Paragraph 184 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 184 relate to Sauder, Sauder lacks knowledge or information sufficient to admit or deny the allegations and therefore denies these allegations.

185. The allegations of Paragraph 185 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 185 purport to summarize a document which is the best evidence of its contents.

186. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 186 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 186 purport to summarize a document which is the best evidence of its contents. To the extent the allegations of Paragraph 186 are directed at defendants other than Sauder, the allegations are deemed denied.

187. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 187 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 187 purport to summarize a document which is the best evidence of its contents. To the extent the allegations of Paragraph 187 are directed at defendants other than Sauder, the allegations are deemed denied.

188. The allegations of Paragraph 188 are directed at defendants other than Sauder and they are therefore denied.

189. The allegations of Paragraph 189 are directed at defendants other than Sauder. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 189 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 189 purport to summarize a document which is the best evidence of its contents.

190. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 190 and therefore denies these allegations.

191. The allegations of Paragraph 191 are directed at defendants other than Sauder and they are therefore denied.

192. The allegations of Paragraph 192 are directed at defendants other than Sauder and they are therefore denied. By way of further answer, Sauder states that the allegations of Paragraph 192 purport to summarize a document which is the best evidence of its contents.

193. The allegations of Paragraph 193 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 193 purport to summarize a document which is the best evidence of its contents.

194. The allegations of Paragraph 194 are directed at defendants other than Sauder and are therefore deemed denied.

195. The allegations of Paragraph 195 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 195 purport to summarize a document which is the best evidence of its contents.

196. The allegations of Paragraph 196 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 196 relate to Sauder,

Sauder denies any implication that it was involved in a supply restriction scheme. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 196 and therefore denies these allegations.

197. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 197 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 197 purport to summarize a document which is the best evidence of its contents.

198. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 198 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 198 purport to summarize a document which is the best evidence of its contents.

199. The allegations of Paragraph 199 are directed at defendants other than Sauder and are therefore deemed denied.

200. The allegations of Paragraph 200 are directed at defendants other than Sauder and are therefore deemed denied.

201. The allegations of Paragraph 201 are directed at defendants other than Sauder and are therefore deemed denied.

202. The allegations of Paragraph 202 are directed at defendants other than Sauder and are therefore deemed denied.

203. The allegations of Paragraph 203 are directed at defendants other than Sauder and are therefore deemed denied.

204. The allegations of Paragraph 204 are directed at defendants other than Sauder and are therefore deemed denied.

205. The allegations of Paragraph 205 are directed at defendants other than Sauder and are therefore deemed denied.

206. The allegations of Paragraph 206 are directed at defendants other than Sauder and are therefore deemed denied.

207. The allegations of Paragraph 207 are directed at defendants other than Sauder and are therefore deemed denied.

208. The allegations of Paragraph 208 are directed at defendants other than Sauder and are therefore deemed denied.

209. The allegations of Paragraph 209 are directed at defendants other than Sauder and are therefore deemed denied.

210. The allegations of Paragraph 210 are directed at defendants other than Sauder and are therefore deemed denied.

211. The allegations of Paragraph 211 are directed at defendants other than Sauder and are therefore deemed denied.

212. The allegations of Paragraph 212 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 212 purport to summarize a document which is the best evidence of its contents.

213. Sauder admits that it is a UEP Certified Company and Licensed Marketer. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of

Paragraph 213 and therefore denies them. To the extent the allegations of Paragraph 213 are directed at defendants other than Sauder, the allegations are deemed denied.

214. Sauder admits that Paul Sauder served as Chairman of the UEP Public Relations in June 2007. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 214 and therefore denies them. To the extent the allegations of Paragraph 214 are directed at defendants other than Sauder, the allegations are deemed denied.

215. The allegations of Paragraph 215 are directed at defendants other than Sauder and are therefore deemed denied.

216. The allegations of Paragraph 216 are directed at defendants other than Sauder and are therefore deemed denied.

217. The allegations of Paragraph 217 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 217 constitute conclusions of law to which no response is required.

218. The allegations of Paragraph 218 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 218 relate to Sauder, Sauder denies them.

219. Sauder denies that it is vertically integrated as the term is described in Paragraph 219. To the extent the allegations of Paragraph 219 are directed at defendants other than Sauder, the allegations are deemed denied.

220. The allegations of Paragraph 220 are directed at defendants other than Sauder and are therefore deemed denied.

221. Sauder admits that UEP does not wash, candle, grade, break, pasteurize, store, transport, or distribute the eggs Sauder sells. To the extent the allegations of Paragraph 221 are directed at defendants other than Sauder, the allegations are deemed denied.

222. Sauder admits that UEP does not negotiate Sauder's sales contracts. To the extent the allegations of Paragraph 222 are directed at defendants other than Sauder, the allegations are deemed denied.

223. The allegations of Paragraph 223 are directed at defendants other than Sauder and are therefore deemed denied.

224. The allegations of Paragraph 224 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 224 purport to summarize a document which is the best evidence of its contents.

225. The allegations of the first sentence of Paragraph 225 constitute conclusions of law to which no response is required. The remaining allegations of Paragraph 225 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 225 purport to summarize a document which is the best evidence of its contents.

226. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 226 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 226 purport to summarize a document which is the best evidence of its contents.

227. The allegations of Paragraph 227 are directed at entities other than Sauder and are therefore deemed denied. By way of further answer, Sauder denies that it participated in any unlawful conspiracy.

228. The allegations of Paragraph 228 are directed at entities other than Sauder and are therefore deemed denied. By way of further answer, Sauder denies that it participated in any unlawful conspiracy.

229. The allegations of Paragraph 229 are directed at entities other than Sauder and are therefore deemed denied. By way of further answer, Sauder denies that it participated in any unlawful conspiracy.

230. Sauder lacks knowledge or information sufficient to admit or deny the allegations in the first sentence of Paragraph 230 and therefore denies these allegations. Sauder admits that it is a UEP member and that its business includes processing others' eggs. To the extent the allegations of Paragraph 230 are directed at defendants other than Sauder, the allegations are deemed denied.

231. Sauder admits that some of the eggs it sells are produced by other growers. Sauder lacks knowledge or information sufficient to admit or deny the activities of other UEP members and therefore denies these allegations. To the extent the allegations of Paragraph 231 are directed at defendants other than Sauder, the allegations are deemed denied.

232. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 232 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 232 purport to summarize a document which is the best evidence of its contents.

233. The allegations of Paragraph 233 constitute legal conclusions to which no response is required. By way of further answer, Sauder expressly denies that it engaged in any unlawful conspiracy.

234. The allegations of Paragraph 234 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 234 purport to summarize a document which is the best evidence of its contents.

235. The allegations of Paragraph 235 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 235 purport to summarize a document which is the best evidence of its contents.

236. The allegations of Paragraph 236 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 236 purport to summarize a document which is the best evidence of its contents.

237. The allegations of Paragraph 237 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 237 relate to Sauder, Sauder denies them.

238. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 238 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 238 purport to summarize a document which is the best evidence of its contents.

239. The allegations of Paragraph 239 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 239 purport to summarize a document which is the best evidence of its contents.

240. Sauder denies that it “responded” to any UEP strategy and states that it has exercised only its independent business judgment in managing birds. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 240 and therefore denies these allegations. To the extent the allegations of Paragraph 240 relate to defendants other than Sauder, the allegations are deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 240 purport to summarize a document which is the best evidence of its contents.

241. The allegations of Paragraph 241 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 241 purport to summarize a document which is the best evidence of its contents.

242. The allegations of Paragraph 242 are directed at defendants other than Sauder and are therefore deemed denied. Sauder specifically denies that it made anything other than independent business decisions regarding henhouse capacity.

243. The allegations of Paragraph 243 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 243 relate to Sauder, Sauder denies that it participated in any unlawful conspiracy. By way of further answer, Sauder states that the allegations of Paragraph 243 purport to summarize a document which is the best evidence of its contents.

244. The allegations of Paragraph 244 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 244 purport to summarize a document which is the best evidence of its contents.

245. The allegations of Paragraph 245 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 245 purport to summarize a document which is the best evidence of its contents.

246. The allegations of Paragraph 246 are directed at defendants other than Sauder and are therefore deemed denied. Sauder denies the allegations of Paragraph 246 on the grounds that the term “industry meetings” is vague and does not permit a response. By way of further answer, Sauder states that the allegations of Paragraph 246 purport to summarize a document which is the best evidence of its contents.

247. The allegations of Paragraph 247 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 247 purport to summarize a document which is the best evidence of its contents.

248. The allegations of Paragraph 248 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 248 relate to Sauder, Sauder states that it has exercised its independent business judgment with respect to flock size. By way of further answer, Sauder states that the allegations of Paragraph 248 purport to summarize a document which is the best evidence of its contents.

249. The allegations of Paragraph 249 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 249 relate to Sauder, Sauder denies them.

250. Sauder states that in 2001, it made an independent business decision to adopt animal husbandry guidelines in its business, taking into account the recommendations of an independent scientific committee. Sauder admits that the animal husbandry guidelines it follows

include a recommendation to gradually increase cage space to the size stated in Paragraph 250. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 250 and therefore denies these allegations. To the extent the allegations of Paragraph 250 are directed at defendants other than Sauder, the allegations are deemed denied.

251. The allegations of Paragraph 251 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 251 relate to Sauder, Sauder denies them.

252. Sauder admits that in 2001, it made an independent business decision to adopt animal husbandry guidelines regarding increased cage space phased in over six years. Sauder denies the remaining allegations of Paragraph 252. To the extent the allegations of Paragraph 252 are directed at defendants other than Sauder, the allegations are deemed denied.

253. The allegations of Paragraph 253 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder denies that its adoption of animal husbandry guidelines was a pretext for flock reduction or price increases.

254. The allegations of Paragraph 254 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 254 relate to Sauder, Sauder lacks knowledge or information sufficient to admit or deny the allegations and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 254 purport to summarize a document which is the best evidence of its contents.

255. The allegations of Paragraph 255 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 255 purport to summarize a document which is the best evidence of its contents.

256. The allegations of Paragraph 256 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder denies that it engaged in any unlawful conspiracy.

257. The allegations of Paragraph 257 are directed at persons or entities other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 257 purport to summarize a document which is the best evidence of its contents.

258. The allegations of Paragraph 258 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 258 relate to Sauder, Sauder denies them.

259. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 259 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 259 purport to summarize a document which is the best evidence of its contents.

260. The allegations of Paragraph 260 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that it always exercised its own independent business judgment in the implementation of animal husbandry guidelines.

261. The allegations of Paragraph 261 are directed at entities other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that it always exercised its own independent business judgment in the implementation of animal husbandry guidelines.

262. The allegations of Paragraph 262 are directed at entities other than Sauder and are therefore deemed denied.

263. The allegations of Paragraph 263 are directed at entities other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that it always exercised its own independent business judgment in the implementation of animal husbandry guidelines.

264. The allegations of Paragraph 264 are directed at entities other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 264 relate to Sauder, Sauder denies the allegations.

265. The allegations of Paragraph 265 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 265 purport to summarize a document which is the best evidence of its contents.

266. The allegations of Paragraph 266 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 266 purport to summarize a document which is the best evidence of its contents.

267. The allegations of Paragraph 267 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 267 purport to summarize a document which is the best evidence of its contents.

268. The allegations of Paragraph 268 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 268 purport to summarize a document which is the best evidence of its contents.

269. The allegations of Paragraph 269 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 269 purport to summarize a document which is the best evidence of its contents.

270. The allegations of Paragraph 270 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 270 purport to summarize a document which is the best evidence of its contents.

271. The allegations of Paragraph 271 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 271 purport to summarize a document which is the best evidence of its contents.

272. The allegations of Paragraph 272 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 272 purport to summarize a document which is the best evidence of its contents.

273. The allegations of Paragraph 273 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 273 purport to summarize a document which is the best evidence of its contents.

274. The allegations of Paragraph 274 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 274 purport to summarize a document which is the best evidence of its contents.

275. The allegations of Paragraph 275 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 275 purport to summarize a document which is the best evidence of its contents.

276. The allegations of Paragraph 276 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 276 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states

that it always exercised its own independent business judgment in the implementation of animal husbandry guidelines.

277. The allegations of Paragraph 277 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 277 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised its own independent business judgment in the implementation of animal husbandry guidelines.

278. The allegations of Paragraph 278 purport to summarize a document which is the best evidence of its contents. To the extent the allegations of Paragraph 278 are directed at persons or defendants other than Sauder, the allegations are deemed denied.

279. The allegations of Paragraph 279 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 279 purport to summarize a document which is the best evidence of its contents.

280. The allegations of Paragraph 280 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 280 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

281. The allegations of Paragraph 281 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 281 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

282. The allegations of Paragraph 282 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 282 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

283. The allegations of Paragraph 283 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 283 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

284. The allegations of Paragraph 284 purport to summarize a document which is the best evidence of its contents.

285. The allegations of Paragraph 285 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 285 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

286. The allegations of Paragraph 286 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 286 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

287. The allegations of Paragraph 287 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 287 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

288. The allegations of Paragraph 288 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 288 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

289. The allegations of Paragraph 289 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 289 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

290. The allegations of Paragraph 290 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 290 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

291. The allegations of Paragraph 291 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 291 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

292. The allegations of Paragraph 292 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 292 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

293. The allegations of Paragraph 293 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 293 purport to summarize a

document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

294. The allegations of Paragraph 294 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 294 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

295. The allegations of Paragraph 295 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 295 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

296. The allegations of Paragraph 296 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 296 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

297. The allegations of Paragraph 297 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 297 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

298. The allegations of Paragraph 298 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 298 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

299. The allegations of Paragraph 299 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 299 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

300. The allegations of Paragraph 300 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 300 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

301. The allegations of Paragraph 301 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 301 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

302. Sauder admits that the statements quoted in Paragraph 302 appear in the cited sources but denies that the plaintiffs have quoted his comments fully or provided sufficient context. The sources cited in Paragraph 302 are the best evidence of their contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

303. The allegations of Paragraph 303 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 303 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

304. The allegations of Paragraph 304 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 304 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

305. The allegations of Paragraph 305 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 305 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

306. The allegations of Paragraph 306 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 306 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

307. The allegations of Paragraph 307 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 307 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

308. The allegations of Paragraph 308 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 308 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

309. The allegations of Paragraph 309 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 309 purport to summarize a

document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

310. The allegations of Paragraph 310 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 310 purport to summarize a document which is the best evidence of its contents.

311. The allegations of Paragraph 311 purport to summarize a document which is the best evidence of its contents.

312. The allegations of Paragraph 312 purport to summarize a document which is the best evidence of its contents.

313. The allegations of Paragraph 313 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 313 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

314. The allegations of Paragraph 314 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 314 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

315. The allegations of Paragraph 315 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 315 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

316. The allegations of Paragraph 316 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 316 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

317. The allegations of Paragraph 317 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 317 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

318. The allegations of Paragraph 318 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 318 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

319. The allegations of Paragraph 319 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 319 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

320. The allegations of Paragraph 320 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 320 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

321. The allegations of Paragraph 321 are directed at defendants other than Sauder and are therefore deemed denied. The allegations of Paragraph 321 purport to summarize a

document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

322. The allegations of Paragraph 322 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 322 relate to Sauder, Sauder denies them.

323. Sauder admits that it licenses the trademarked UEP Certified logo, that it markets eggs as UEP Certified, and that it includes the phrase “Produced in Compliance with the United Egg Producers’ Animal Husbandry Guidelines” in its marketing. Sauder denies the remaining allegations of Paragraph 323. To the extent the allegations of Paragraph 323 are directed at defendants other than Sauder, the allegations are deemed denied.

324. The allegations of Paragraph 324 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 324 purport to summarize a document which is the best evidence of its contents.

325. Sauder denies the allegations of Paragraph 325.

326. The allegations of Paragraph 326 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 326 relate to Sauder, Sauder denies these allegations.

327. Sauder admits that Wal-Mart Stores, Inc. indicated in approximately 2003 that it would only purchase UEP Certified eggs. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 327 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 327 purport to summarize a document which is the best evidence of its contents.

328. The allegations of Paragraph 328 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 328 relate to Sauder, Sauder denies them.

329. The allegations of Paragraph 329 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 329 purport to summarize a document which is the best evidence of its contents.

330. The allegations of Paragraph 330 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 330 purport to summarize a document which is the best evidence of its contents.

331. The allegations of Paragraph 331 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 331 purport to summarize a document which is the best evidence of its contents.

332. The allegations of Paragraph 332 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 332 purport to summarize a document which is the best evidence of its contents.

333. The allegations of Paragraph 333 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 333 purport to summarize a document which is the best evidence of its contents.

334. The allegations of Paragraph 334 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 334 purport to summarize a recording which is the best evidence of its contents. By

way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

335. The allegations of Paragraph 335 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 335 relate to Sauder, Sauder denies them.

336. Sauder denies the allegations of Paragraph 336.

337. The allegations of Paragraph 337 are directed at defendants other than Sauder and are therefore deemed denied.

338. The allegations of Paragraph 338 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 338 purport to summarize a document which is the best evidence of its contents.

339. The allegations of Paragraph 339 are directed at defendants other than Sauder and are therefore deemed denied.

340. Sauder denies the allegations of Paragraph 340. By way of further answer, Sauder states that the allegations of Paragraph 340 purport to summarize a document which is the best evidence of its contents.

341. Sauder admits that an independent scientific committee was asked to review literature and to make recommendations for animal husbandry guidelines based on existing animal care and management practices. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 341 and therefore denies these allegations. To the extent the allegations of Paragraph 341 are directed at defendants other than Sauder, the allegations are deemed denied.

342. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 342 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 342 purport to summarize a document which is the best evidence of its contents.

343. The allegations of Paragraph 343 are directed at defendants other than Sauder and are therefore deemed denied.

344. The allegations of Paragraph 344 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 344 relate to Sauder, Sauder denies them.

345. The allegations of Paragraph 345 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 345 relate to Sauder, Sauder denies them.

346. The allegations of Paragraph 346 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 346 relate to Sauder, Sauder denies them.

347. The allegations of Paragraph 347 are directed at defendants other than Sauder, and are therefore deemed denied.

348. The allegations of Paragraph 348 are directed at defendants other than Sauder, and are therefore deemed denied.

349. The allegations of Paragraph 349 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 349 relate to Sauder, Sauder denies them.

350. The allegations of Paragraph 350 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 350 relate to Sauder, Sauder denies them.

351. The allegations of Paragraph 351 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 351 relate to Sauder, Sauder denies them. By way of further answer, Sauder states that the allegations of Paragraph 351 purport to summarize a document which is the best evidence of its contents.

352. The allegations of Paragraph 352 are directed at defendants other than Sauder, and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 352 purport to summarize a document which is the best evidence of its contents.

353. The allegations of Paragraph 353 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 353 relate to Sauder, Sauder denies them.

354. The allegations of Paragraph 354 are directed at defendants other than Sauder and are therefore deemed denied.

355. Sauder denies that it entered into any agreement to reduce output. By way of further answer, Sauder states that the allegations of Paragraph 355 purport to summarize a document which is the best evidence of its contents. To the extent the allegations of Paragraph 355 are directed at defendants other than Sauder, the allegations are deemed denied.

356. The allegations of Paragraph 356 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

357. The allegations of Paragraph 357 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 357 purport to summarize a document which is the best evidence of its contents.

358. The allegations of Paragraph 358 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 358 purport to summarize a document which is the best evidence of its contents.

359. Sauder admits that the statements quoted in Paragraph 359 appear in the cited article but denies that the plaintiffs have quoted fully or provided sufficient context. The article cited in Paragraph 359 is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

360. The allegations of Paragraph 360 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 360 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

361. The allegations of Paragraph 361 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 361 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

362. The allegations of Paragraph 362 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of

Paragraph 362 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

363. The allegations of Paragraph 363 purport to summarize a document which is the best evidence of its contents. By way of further answer, Sauder states that it always exercised independent business judgment with respect to flock management.

364. The allegations of Paragraph 364 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 364 purport to summarize a document which is the best evidence of its contents.

365. The allegations of Paragraph 365 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 365 relate to Sauder, Sauder denies them. By way of further answer, Sauder states that any decision it made to export eggs was based on independent business reasons.

366. The allegations of Paragraph 366 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 366 relate to Sauder, Sauder denies them.

367. Sauder states that it exported eggs during the period from 2003 to September 2006 and that all export decisions were the product of its independent business judgment. To the extent the allegations of Paragraph 367 are directed at defendants other than Sauder, the allegations are deemed denied.

368. The allegations of Paragraph 368 are directed at defendants other than Sauder, and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 368 purport to summarize a document which is the best evidence of its contents.

369. The allegations of Paragraph 369 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 369 purport to summarize a document which is the best evidence of its contents.

370. The allegations of Paragraph 370 are directed at defendants other than Sauder, and are therefore deemed denied. To the extent the allegations of Paragraph 370 relate to Sauder, Sauder denies them.

371. The allegations of Paragraph 371 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 371 relate to Sauder, they are denied.

372. The allegations of Paragraph 372 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 372 purport to summarize a document which is the best evidence of its contents.

373. The allegations of Paragraph 373 are directed at defendants other than Sauder and are therefore deemed denied.

374. The allegations of Paragraph 374 are directed at defendants other than Sauder and are therefore deemed denied.

375. The allegations of Paragraph 375 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 375 purport to summarize a document which is the best evidence of its contents.

376. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 376 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 376 purport to summarize a document which is the best evidence of its contents.

377. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 377 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 377 purport to summarize a document which is the best evidence of its contents.

378. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 378 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 378 purport to summarize a document which is the best evidence of its contents.

379. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 379 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 379 purport to summarize a document which is the best evidence of its contents.

380. The allegations of Paragraph 380 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 380 purport to summarize a document which is the best evidence of its contents.

381. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 381 and therefore denies these allegations. By way of further answer, Sauder states

that the allegations of Paragraph 381 purport to summarize a document which is the best evidence of its contents.

382. Sauder denies the allegations in the first two sentences of Paragraph 382. Sauder lacks knowledge or information sufficient to admit or deny the remaining allegations of Paragraph 382 and therefore denies these allegations. To the extent the allegations of Paragraph 382 are directed at defendants other than Sauder, the allegations are deemed denied.

383. The allegations of Paragraph 383 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 383 relate to Sauder, they are denied.

384. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 384 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 384 purport to summarize a document which is the best evidence of its contents.

385. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 385 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 385 purport to summarize a document which is the best evidence of its contents.

386. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 386 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 386 purport to summarize a document which is the best evidence of its contents.

387. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 387 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 387 purport to summarize a document which is the best evidence of its contents.

388. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 388 and therefore denies these allegations. By way of further answer, Sauder states that the allegations of Paragraph 388 purport to summarize a document which is the best evidence of its contents.

389. The allegations of Paragraph 389 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 389 purport to summarize a document which is the best evidence of its contents.

390. The allegations of Paragraph 390 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 390 relate to Sauder, Sauder denies them.

391. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 391 and therefore denies these allegations. To the extent the allegations of Paragraph 391 are directed at defendants other than Sauder and are therefore deemed denied.

392. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 392 and therefore denies these allegations. To the extent the allegations of Paragraph 392 are directed at defendants other than Sauder and are therefore deemed denied.

393. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 393 and therefore denies these allegations. To the extent the allegations of Paragraph 393 are directed at defendants other than Sauder, the allegations are deemed denied.

394. The allegations of Paragraph 394 are directed at entities other than Sauder and are therefore deemed denied.

395. The allegations of Paragraph 395 are directed at entities other than Sauder and are therefore deemed denied.

396. The allegations of Paragraph 396 are directed at entities other than Sauder and are therefore deemed denied.

397. The allegations of Paragraph 397 are directed at entities other than Sauder and are therefore deemed denied.

398. The allegations of Paragraph 398 are directed at entities other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 398 purport to summarize a document which is the best evidence of its contents.

399. The allegations of Paragraph 399 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 399 purport to summarize a document which is the best evidence of its contents.

400. The allegations of Paragraph 400 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 400 purport to summarize a document which is the best evidence of its contents.

401. The allegations of Paragraph 401 purport to summarize a document which is the best evidence of its contents.

402. The allegations of Paragraph 402 purport to summarize a document which is the best evidence of its contents.

403. Sauder lacks knowledge or information sufficient to admit or deny the allegations of Paragraph 403 and therefore denies these allegations.

404. The allegations of Paragraph 404 are directed at entities other than Sauder and are therefore deemed denied.

405. The allegations of Paragraph 405 are directed at defendants other than Sauder and are therefore deemed denied. By way of further answer, Sauder states that the allegations of Paragraph 405 purport to summarize a document which is the best evidence of its contents.

406. The allegations of Paragraph 406 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 406 relate to Sauder, Sauder denies them, including each of the subparts.

407. The allegations of Paragraph 407 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 407 relate to Sauder, Sauder denies that it engaged in any conspiratorial behavior and therefore denies that the plaintiffs were injured or suffered any damages.

408. Sauder incorporates and reavers by reference its answers to the preceding Paragraphs 1 through 407.

409. The allegations of Paragraph 409 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 409 relate to Sauder, Sauder denies them. The allegations of Paragraph 409 also constitute legal conclusions to which no response is required.

410. The allegations of Paragraph 410 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 410 relate to Sauder, Sauder denies them.

411. The allegations of Paragraph 411 are directed at defendants other than Sauder and are therefore deemed denied. To the extent the allegations of Paragraph 411 relate to Sauder, Sauder denies them.

AFFIRMATIVE DEFENSES

The inclusion of any ground within this section does not constitute an admission that Sauder bears the burden of proof on each or any of the matters, nor does it excuse Plaintiffs from establishing each element of its purported claim for relief.

First Affirmative Defense

The Complaint fails to state a claim upon which relief can be granted.

Second Affirmative Defense

At all times, Sauder has acted in good faith with intent to comply with the law.

Third Affirmative Defense

Sauder's actions were within the scope of the antitrust immunity provided by the Capper-Volstead Act, 7 U.S.C. § 291, in whole or in part.

Fourth Affirmative Defense

Sauder's actions were within the scope of the antitrust immunity provided by § 5 of the Cooperative Marketing Association Act, 7 U.S.C. § 455, in whole or in part.

Fifth Affirmative Defense

Sauder's actions were within the scope of the antitrust immunity provided by § 6 of the Clayton Act, 15 U.S.C. § 17, in whole or in part.

Sixth Affirmative Defense

If, for some technical reason, any or all of the alleged acts and omissions of defendants were not within the scope of the foregoing immunities, any such technical defects should be ignored as de minimis.

Seventh Affirmative Defense

Plaintiffs' claims and those of the purported class are barred by the applicable statutes of limitations or the doctrine of laches.

Eighth Affirmative Defense

Sauder did not unreasonably restrain trade or commerce and had no purpose or intent to injure competition.

Ninth Affirmative Defense

Plaintiffs and the purported class lack standing and/or antitrust standing under the applicable federal laws.

Tenth Affirmative Defense

Plaintiffs' claims and those of the purported class are barred because they have not suffered antitrust injury or injury in fact. In addition, any injuries to plaintiffs were caused solely by the acts, wrongs or omissions of plaintiffs or other persons or entities over which Sauder has no control and for which Sauder is not liable.

Eleventh Affirmative Defense

If, for some technical reason, any or all of the alleged acts and omissions of defendants were not within the scope of the foregoing immunities, resulting damages are limited to those that plaintiffs can show to have directly resulted from unlawful activity and to be separate from the effects of lawful, concerted activity.

Twelfth Affirmative Defense

Some or all of the damages sought on behalf of direct purchasers are duplicative of damages sought on behalf of indirect purchasers. Double recovery should not be permitted.

Thirteenth Affirmative Defense

Plaintiffs have failed to join all necessary parties for a just adjudication.

Fourteenth Affirmative Defense

Plaintiffs are barred from recovery because of and to the extent of their failure to mitigate damages.

Fifteenth Affirmative Defense

Plaintiffs consented to and/or ratified all alleged acts or omissions of which they complain.

Sixteenth Affirmative Defense

Plaintiffs are barred from any recovery from Sauder because Sauder's actions were privileged, did not unreasonably restrain trade and were based on independent and legitimate business judgment.

Seventeenth Affirmative Defense

Plaintiffs challenge the exercise of rights protected by the First Amendment and the *Noerr-Pennington* doctrine.

Eighteenth Affirmative Defense

Sauder adopts and incorporates by reference any and all defenses asserted or to be asserted by any other defendant in this proceeding to the extent Sauder may share in such defenses.

PRAYER FOR RELIEF

WHEREFORE, Sauder respectfully requests as follows:

- (a) that the Court enter judgment in Sauder's favor on each of the Plaintiffs' counts;
- (b) that Plaintiffs' claims against Sauder be dismissed with prejudice;
- (c) that Sauder be awarded the costs, expenses, and fees which it incurs in defending this action;
- (d) that Sauder be awarded other relief as the Court deems just and proper.

Dated: April 30, 2009

Respectfully submitted,

/s/ Joseph A. Tate
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CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing Answer was served this 30th day of April, 2009, by operation of the Court's Electronic Filing System on all counsel of record.

/s/ Joseph A. Tate

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